




**DECLARATION AND TESTIMONY**  
**OF**  
**JAMES P. BRADY**

I, James P. Brady, hereby declare under penalty of perjury that the following testimony is true and accurate to the best of my knowledge and belief.

I am a Vice President and a Chairman of the Board of SJI, Inc. I am Vice Chairman of the La Star Cellular Telephone Company Management Committee. I have reviewed the testimony of John A. Brady, Jr. and find it to be true and correct in every respect.

Executed this 12<sup>th</sup> day of September, 1990.

  
James P. Brady



La Star Exhibit 15

**TESTIMONY OF E. DONALD NELSON**

SJI 001414



**DECLARATION**

I, H. Donald Nelson, hereby declare under penalty of perjury that the following testimony is true and accurate to the best of my knowledge and belief.

Executed this 12th day of September, 1990.

  
\_\_\_\_\_  
H. Donald Nelson



**TESTIMONY  
OF  
H. DONALD NELSON**

I am President and Chief Executive Officer of United States Cellular Corporation ("USCC"), a subsidiary of Telephone and Data Systems, Inc. ("TDS"). As part of my duties on behalf of USCC, I sit on the Boards of Directors and Management Committees of the different companies in which USCC holds an interest of the type that allows USCC to elect a representative to an entity's governing body. Thus, as part of my duties as President of USCC, I was appointed a member of the Management Committee of La Star Cellular Telephone Company ("La Star").

USCC acquired its interest in La Star in August, 1987 by purchasing one hundred percent of the stock of Star from Star Cellular Communications, Inc. and Cellular Systems Investments, Inc. No changes were made in the 1983 La Star Joint Venture Agreement when USCC acquired Star. USCC did not attempt to renegotiate the supermajority voting provisions or the requirement that Star pay all the expenses of filing and prosecuting La Star's cellular applications for St. Tammany Parish. USCC accepted all of the pre-existing 1983 Agreement. Since acquiring its interest in Star, USCC has never sought to enforce any supermajority provision contained in the Joint Venture Agreement.



Although I am a member of La Star's Management Committee, I have not been actively involved in the day-to-day management of La Star's affairs, which, to my knowledge, have been litigious in nature. The Management Committee has five members. Three are appointed by SJI Cellular, Inc. ("SJI Cellular"). Two are appointed by Star, a wholly-owned subsidiary of USCC. Since my appointment to the Management Committee in August, 1987, I have always acted on the belief that La Star's Management Committee is controlled by the three members appointed by SJI Cellular. I am not aware of a single instance where that has not been the case.

Since August 1987, La Star's Management Committee has functioned on an informal basis. During the four years prior to USCC's acquisition of Star, La Star had been engaged in litigation for the right to file for and operate a cellular system in St. Tammany Parish. That litigation has continued, and my primary contact during the time I have been a member of La Star's Management Committee has been with La Star's attorney, Arthur V. Belendiuk. It is my understanding that Mr. Belendiuk has acted as independent counsel for La Star. He has never represented USCC, its parent company or any of its affiliates. To the best of my knowledge, he has never represented SJI Cellular, its parent company or any of its affiliates.



It is my understanding that La Star also has maintained an independent engineering consultant, Richard L. Biby. To the best of my knowledge, Mr. Biby has never served as a consultant to USCC, its parent company or any of its affiliates.

My usual contact regarding La Star matters was La Star's counsel, Mr. Belendiuk. Generally, I would receive a telephone call from Mr. Belendiuk and he would advise me of a need for La Star to take some action. Most of the calls involved a proposed course of action to be taken in the La Star litigation, e.g., the need to file an appeal. I understood that he had first spoken to someone at SJI Cellular and that the course of action had already been approved by SJI Cellular. In these circumstances, I did not believe that my approval was necessary, since three members of the Management Committee had already given their approval. I was satisfied being kept informed as to how the prosecution of La Star's application was proceeding, and never objected to any such course of action.

I conferred with the SJI Cellular members of the Management Committee only when a particular issue facing the venture required a joint effort to resolve. For example, when La Star was engaged in settlement negotiations with New Orleans CGSA, Inc. ("NOCGSA"), La Star needed to develop a settlement proposal to present to NOCGSA. Because of the wide variety of possible



settlement options and the different perspectives of the two venturers, a telephone conference was held. The Management Committee discussed the various options and unanimously agreed to follow a settlement plan proposed by Sinclair H. Crenshaw, a member of the Management Committee, appointed by SJI Cellular. At another time, it had been suggested by Mr. Belendiuk that modifications be made to the La Star Joint Venture Agreement. Certain supermajority provisions, which I understand had never been invoked by Star and which USCC had no interest in invoking, were to be deleted, and Star's financial obligations to La Star were reduced so as to be proportionate to its forty-nine percent joint venture interest. USCC's counsel advised us that it would be in the best interest of USCC to acquiesce in the proposed modifications, and I did so on behalf of Star.

It has been my understanding that, consistent with Star's 49 percent joint venture interest, USCC could participate in the prosecution of La Star's application and the activities related thereto.

All participation by USCC in the activities of La Star was at the specific request of SJI Cellular or the Management Committee, either directly or through La Star's counsel, or independent engineering consultant. For example, at the time La Star was preparing its 1987 amendment, La Star asked USCC to



assist in determining its capital costs and first year operating costs. This was done by Mark Krohse, an employee of USCC, under the direction of La Star's attorney and engineering consultant.

As I testified at my July 18, 1990 deposition, my primary duty as a member of the La Star Management Committee was to receive the bills and process the payment thereof. All such bills were processed and paid routinely without objection. I have not, nor has anyone at USCC, to my knowledge, ever threatened to withhold payment or disapprove work proposed to be done unless and until SJI Cellular agreed to a particular course of action or made some particular concession.

Pursuant to the terms of La Star's Joint Venture Agreement, Star was responsible for paying all expenses of filing and prosecuting the application.<sup>1</sup> As the owner of Star, USCC paid for the renewals of cell site option agreements and I executed some of the renewals of the option agreements. I was not, nor to my knowledge, was anyone from USCC responsible for determining the number of sites, or their locations, or negotiating the agreements. I did not acquire the sites nor did I approve the terms and conditions of the options to purchase the sites.

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<sup>1</sup> La Star recently amended its Joint Venture Agreement. That Agreement, among other changes, requires USCC to pay for forty-nine percent of all expenses.





It is now my understanding that Mr. John Brady, Jr. has been proposed as La Star's General Manager since 1983, having been so designated in its original 1983 application and again in its 1987 amendment. I was not aware of the appointment when USCC purchased Star, nor was I aware of the appointment in 1987 when La Star's amendment was prepared. I would have had no objection to the appointment if I had been consulted.

Though I am aware that TDS is providing financing for La Star, I played no role in acquiring the financing or negotiating the terms thereof.



La Star Exhibit 16

**TESTIMONY OF RICHARD W. GOENRING**



**DECLARATION**

I, Richard W. Goehring, hereby declare under penalty of perjury that the following testimony is true and accurate to the best of my knowledge and belief.

Executed this 2 day of Sept, 1990.

Richard W. Goehring



**TESTIMONY**  
**OF**  
**RICHARD W. GOENRING**

I am not a member of the Management Committee of La Star Cellular Telephone Company ("La Star"). I am Vice President of Engineering and Operations for United States Cellular Corporation ("USCC"). The usual duties I perform for USCC include cellular system configuration, determining location of cell sites, determining tower heights, selection of appropriate equipment, and negotiating interconnection agreements. I perform none of these duties for La Star.

I did not chose the location of La Star's cell sites. I did not negotiate any cell site option agreements. I played no role in determining the tower heights. I did not choose the type of equipment La Star would use. I did approve invoices for extensions of cell site option agreements and signed extensions of cell site option agreements.

I did not choose La Star's engineer. USCC regularly retains the services of Moffet, Larson and Johnson. To my knowledge, La Star uses the services of Richard L. Biby.

I played no role in the engineering or design of La Star's cellular system, its 1987 Amendment, or its 1988 Proposal for Interim Operations. I have never worked with Richard L. Biby on the La Star project.



In response to a Petition to Deny La Star's Application filed by New Orleans CGSA, Inc., I reviewed La Star's proposed equipment costs at the request of Arthur V. Belendiuk, La Star's counsel, and found them to be reasonable. Based on my review, I prepared a declaration stating that I found La Star's equipment costs to be reasonable. I understand that Mr. Belendiuk submitted my declaration to the FCC on behalf of La Star.

To my knowledge, no engineer at USCC or Telephone and Data Systems, Inc. did any work or provided any engineering services to or on behalf of La Star.



La Star Exhibit 17

**TESTIMONY OF KENNETH R. MEYERS**

SJI 001426



**DECLARATION**

I, Kenneth R. Meyers, hereby declare under penalty of perjury that the following testimony is true and accurate to the best of my knowledge and belief.

Executed this 12 day of September, 1990.

  
\_\_\_\_\_  
Kenneth R. Meyers



**TESTIMONY**  
**OF**  
**KENNETH R. MEYERS**

I am Vice President of Finance and Treasurer of United States Cellular Corporation ("USCC"). I am an officer of most of USCC's subsidiary companies and in that capacity I am a member of the Management Committee of La Star Cellular Telephone Company ("La Star").

As a member of La Star's Management Committee, I have taken no action, and by and large, have not been consulted on most matters concerning La Star. It is my understanding that La Star's activities, to date, have involved legal decisions which have been directed by La Star's counsel. I have been kept informed of the activities of La Star by either La Star's counsel, Arthur V. Belendiuk, or H. Donald Nelson, another member of La Star's Management Committee, appointed by Star.

Neither I, nor anyone at USCC or Telephone and Data Systems, Inc. ("TDS"), to my knowledge, has ever tried to control the activities or decisions of La Star. At no time has USCC or TDS threatened to withhold funds or financing if La Star's majority partner did not comply with their wishes.

An employee of my department, Mark Krohse, worked on La Star's budget in 1987. Mr. Krohse performed work at the request of and under the direction of La Star's attorney. I did nothing more than review his work to insure that the numbers he was supplying were reasonable.





La Star Exhibit 18

**TESTIMONY OF MARK KRONSE**



**DECLARATION**

I, Mark Krohse, hereby declare under penalty of perjury that the following testimony is true and accurate to the best of my knowledge and belief.

Executed this 12 day of September, 1990.

Mark Krohse  
Mark Krohse



**TESTIMONY**  
**OF**  
**MARK KRONSE**

I am Accounting Manager for United States Cellular Corporation. I am not a member of the La Star Cellular Telephone Company ("La Star") Management Committee.

All duties that I have performed for La Star have been done at the request of and under the direction of La Star's attorney, Arthur V. Belendiuk. In this capacity, I was involved in processing payments for renewals of La Star's cell site options. Also at the request of Mr. Belendiuk, I prepared a model budget for La Star, based on information provided by Mr. Belendiuk and La Star consultants. I also forwarded a request from SJI Cellular, Inc., to Telephone and Data Systems, Inc. to prepare tax returns for La Star. Any work I performed was approved by La Star's attorney or SJI Cellular, Inc.



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ALL-STATE LEGAL SUPPLY CO.

*Arthur V. Belendiuk*

ATTORNEY AT LAW  
1920 N STREET N W  
SUITE 510  
WASHINGTON, D C 20036

(202) 887-0600

November 13, 1987

Mr. John Brady  
La Fourche Telephone Co., Inc.  
P.O. Box 188  
LaRose, LA 70373

Mr. LeRoy T. Carlson  
Telephone and Data Systems, Inc.  
79 West Monroe Street  
Chicago, Illinois 60603

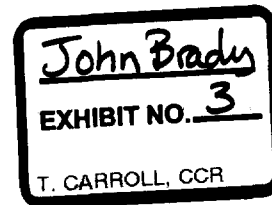
Gentlemen:

As you are aware a settlement offer has been made by BellSouth. This offer proposes that La Star be made a Limited Partner with BellSouth and receive 3% interest in the entire New Orleans MSA.

I feel that La Star should respond to this offer in the near future. To assist you in your analysis of this proposal, the following population figures (1980 census) are supplied.

There are 4 Parishes in the New Orleans MSA:

Jefferson Parish:	pop. 454,592
Orleans Parish:	pop. 557,515
St. Bernard Parish:	pop. 64,097
St. Tammany Parish:	pop. 110,869
<b>TOTAL</b>	<b>1,187,073</b>



The population of St. Tammany Parish, the area for which La Star has filed its application, represents approximately 9% of the total 1980 population for the New Orleans MSA. Additionally, Dr. Andy Anderson of the Social and Demographic Research Institute notes that St. Tammany Parish has the fastest population growth and estimates its 1987 population to be approximately 150,000.

If you have any questions concerning this matter, please do not hesitate to contact this office.

Sincerely,

*Arthur V. Belendiuk*  
Arthur V. Belendiuk

cc: H. Donald Nelson  
Alan Naftalin  
Mark Ehrmann

*25%*  
*40% - less than original*  
*60 - 15%*

SJI 003640

PAT



BellSouth Mobility

February 4, 1988

Arthur V. Belenduik, Esq.  
Suite 510  
1920 N. Street, N.W.  
Washington, DC 20036

Dear Mr. Belenduik:

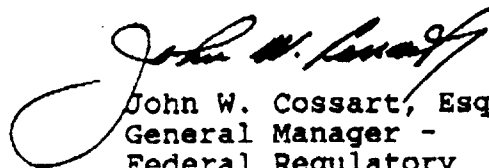
We were pleased to hear that your client, La Star Cellular Telephone, has agreed to meet with us to negotiate a settlement regarding the New Orleans MSA.

With regard to the three meeting conditions that your client raised, we are agreeable to the meeting being held in New Orleans and either February 23 or 24, 1988 is satisfactory. The 23rd is preferable, however. Unfortunately, we cannot accommodate the request that Mr. Tonsfeldt be present as he will be out of the country on business matters for an extended period. However, this should not be any impairment to the parties conducting a fruitful meeting.

We do not believe that it would be appropriate for BMI to respond to La Star's counter offer at this time, as you suggested. There are several obvious reasons for this. In particular, La Star did not provide any rationale for its proposal. It would be far better for the parties to meet, fully prepared to reach a settlement founded on sound data.

I will be pleased to discuss with you final arrangements for the time and place of a meeting.

Sincerely yours,

  
John W. Cossart, Esq.  
General Manager -  
Federal Regulatory

WHL: MR RESPONSE

JWC:sa



*Arthur V. Belendiuk*

ATTORNEY AT LAW  
1920 N STREET, N.W.  
SUITE 510  
WASHINGTON, D.C. 20036

(202) 887-0600

July 16, 1987

Mr. Roy Ethridge  
General Manager, New Markets  
BellSouth Mobility  
5600 Glenridge Drive  
Suite 600  
Atlanta, Georgia 30342

Re: La Star Cellular Telephone Company  
New Orleans, Louisiana SMSA

Dear Mr. Ethridge:

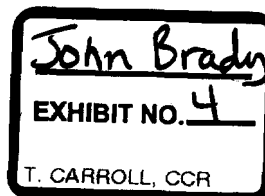
I am writing on behalf of the management committee of La Star Cellular Telephone Company. It has come to my attention that you, on behalf of BellSouth Mobility, have initiated direct settlement negotiations with certain principals of La Star. In addition, I have been informed that John Cossart, an attorney in your company, has also contacted other La Star principals for the purpose of discussing settlement. This has led to some confusion between La Star's partners concerning BellSouth's settlement position. To avoid further confusion, the partnership committee has decided that the more appropriate channel for all communications between BellSouth and La Star should be through my office.

Be assured that La Star is willing to negotiate, in good faith, for a settlement in Louisiana. If BellSouth is interested in pursuing negotiations, please contact me directly.

Sincerely,

*Arthur V. Belendiuk*  
Arthur V. Belendiuk

cc: Ira Lieberman  
Alvin Kimble  
John Brady  
John Cossart, Esquire  
Alan B. Sternstein, Esquire  
Frederick W. Johnson, Esquire



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